

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

AUTO UNDERWRITERS PORTFOLIO	)	Case Number 07 C 7160
ACQUISITION COMPANY, INC., a Texas	)	
corporation, AUTO UNDERWRITERS	)	
FINANCE COMPANY, INC., a Texas	)	
Corporation, AUTO UNDERWRITERS OF	)	
AMERICA, a California corporation,	)	
	)	<b>Honorable Judge David H. Coar</b>
Plaintiffs,	)	
	)	
v.	)	
	)	
AGM, LLC, a Delaware limited liability	)	
company,	)	
	)	
Defendant.	)	

**DECLARATION OF GREGORY BELL**

I, Gregory Bell, being first duly sworn upon oath, depose and state as follows:

1. I am over 18 years of age and make this declaration based on my own personal knowledge, or on information and belief, where specified. I could and would testify to the matters set forth below if called upon to do so.
2. I am currently employed as General Manager of AGM, LLC, a Delaware limited liability company, the defendant in this case. In that capacity, I am familiar with the members and organizational structure of AGM.
3. The sole owner of AGM is Lancelot Investors Fund LP, a Delaware limited partnership.
4. Lancelot Investors Fund LP has a general partner – Lancelot Investment Management LLC, a Delaware limited liability company – and numerous limited partners.

5. I am President of the general partner, Lancelot Investment Management, LLC. In that capacity, I am familiar with Lancelot Investors Fund LP's organizational structure and its limited partners.

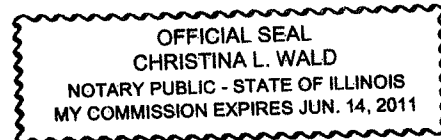
6. At least one of the limited partners of Lancelot Investors Fund LP is a California resident. This information is easily ascertainable by me but is not publicly available information. To the contrary, the identity of Lancelot Investors Fund LP's limited partners – its investors – is treated as confidential information and Lancelot Investors Fund LP does not conduct partnership meetings or take other measures that could facilitate the dissemination of its investors' identities.

I declare under penalty of perjury that the foregoing is true and correct.



\_\_\_\_\_  
Gregory Bell  
General Manager, AGM, LLC

Executed: February 6, 2008



*Christina L. Wald*